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**Special Meeting of the Board of Directors
Friday May 31, 2019
7:30 am
Mark Twain Medical Center Classroom 2
768 Mountain Ranch Rd,
San Andreas, CA**

Approved Minutes

Mark Twain Health Care District Mission Statement

"Through community collaboration, we serve as the stewards of a community health system that ensures our residents have the dignity of access to care that provides high quality, professional and compassionate health care".

1. Call to order:

The meeting was called to order at 7:32am by Secretary, Ann Radford.

2. Roll Call:

Present for roll call was Ann Radford, FNP; Susan Atkinson, MSW; Debbie Sellick CMP and Talibah Al-Rafiq. Absent but excused was Lin Reed, MBA OTR/L. Ms. Reed arrived at 7:37am.

3. Approval of Agenda: Action

Ms. Al-Rafiq moved to approve the agenda. Ms. Sellick provided her second and the motion passed 4-0.

4. Public Comment on matters not listed on the Agenda:

Daymon Doss, Retired MTHCD Ex. Director: Expressed his pleasure in visiting the District, the District's excellent website and the success of Dr. Smart in addition to the amazing story of a small hospital's success. After the meeting he will be touring the Valley Springs Health & Wellness Center.

5. Consent Agenda: Action

A. Un-Approved Minutes:

- Un-Approved Finance Committee Meeting Minutes for April 10, 2019
- Un-Approved Board Meeting Minutes for April 24, 2019:

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B. Correspondence:

- MTMC Foundation - Thank You for Community Grants Award (Apr. 30, 2019)
- Common Ground Sr. Serv. Inc - Thank You for Community Grants Award (Apr. 30, 2019)
- The Volunteer Center - Thank You for Community Grants Award (May 1, 2019)

Ms. Sellick moved to approve the Consent Agenda. Ms. Al-Rafiq provided her second and the motion passed 4-0.

6. MTHCD Reports:

A. President's Report:

- **Resolution 2019 - 04 - Breast Health Program:** (pkt. pg. 22) **Action**
 - **Grant Award - MTMC Foundation Breast Health Program \$372,000.00.**

Dr. Smart: The MTHCD lease with Dignity is due to close this evening. During the lease negotiations the District offered to donate \$1million to the MTMC Foundation with the provision Dignity Health would match those funds.

Ms. Eckardt - Cantrall MTMC Foundation: This generous donation will be used for a Breast Health Program to fund 3-dimensional mammography equipment. She will be announcing the gift at the Doris Barger Golf Event on Monday. A nurse navigator will be funded by Dignity Health to work in the Breast Health Program and surgery. The donation funds will be in an interest-bearing account until invoiced.

Dr. Smart: Breast cancer is number one in women's health and can be fatal with a 95% success rate if diagnosed timely and properly.

Ms. Reed arrived in time to call for the vote and noted it was an historic donation to give such a large amount to the Community.

Public Comment: Hearing None.

Ms. Radford moved to approve **Resolution 2019 - 04 - The Breast Health Program**. Ms. Sellick provided her second and the motion passed 5-0.

- **Association of California Health Care Districts (ACHD):**
 - ACHD Re-Certification Effective to April 26, 2022:

Ms. Reed: Had just attend the ACHD Board meeting and reported: she thanked staff for doing the Ad Hoc Committee's work to complete the second ACHD re-certification process which is good for three years (Apr. 2022); AB 890 was stalled in committee which would have allowed Nurse Practitioners to work independent of a Doctor's supervision; single payor medical care is still being considered; Ken Cohen plans to retire in Feb. 2020:

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B. Corp. Board Report:

Ms. Reed: The MTMC had a good April in terms of (EBITDA) earnings, before interest taxes depreciation and amortization: it was a good month for surgery; Dr. Lonnie Smith, CMO has resigned effective June 7th.

Ms. Atkinson: The joint commission went well and all items have been corrected so the hospital is good for three years; nurse appreciation week was a success with a catered employee BBQ so the dietary staff could also enjoy it; the Angels Camp Clinic has a target completion date of Aug. 2019 and plans to open in Nov. 2019; the MTMC Corp. Board Members resigned their position effected at the close of the new lease escrow; there will be two new boards (1) the Fiduciary Board of which Ms. Reed will serve on (five members) (2) Ms. Al-Rafiq will serve on the Community Board (seven members).

Dr. Smart: Thanked the MTMC Corp. Board members for their participation on the Corporate Board.

C. Chief Executive Officer's Report:

- **Moving Upstream:**

Dr. Smart: Moving Upstream is a San Joaquin Valley Consortium to bring group together using a CDC grant. Calaveras County Public Health has invited the District to attend at UC Merced on June 26th. If interested let staff know.

- **Strategic Plan Matrix (Last Updated 4-24-2019):**

Dr. Smart: The Board has completed 17 of the 19 items.

D. Ad Hoc Real Estate:

- **Update on the Valley Springs Health & Wellness Center:**

- **Construction:**

- **Project Manager:**

Mr. Van Lieshout: The building is on schedule with drywall installation and taping; exterior painting is scheduled for next week; it has been wet so PG&E will return on Monday.

- **Operations and Development:**

Dr. Smart: The Friday operational calls and training are on-going with consultants and Athena; Payroll People training has begun; starting July 1 the current (3) employees will be switched to Payroll People and newly hired employees will be added as they come on board; likely there will be 25-30 people hired for an opening date of Sept. 23rd; a Sept. 20 Grand Opening Committee has started to meet and make plans.

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- **USDA Form 271:**

Dr. Smart: The Real Estate Committee will be meeting to discuss how to use the VS H&W Center construction contingency funds (\$635k (+/-)).

- **Update on Valley Springs Property - Phase II:**

Ms. Al-Rafiq: Plans to pursue the PACE progress and report back.

E. Stay Vertical Calaveras:

Mr. Shetzline: There have been 417 (unduplicated) participants; his new goal is to have 600 classes; instructors will handle the returning students and he will work with those new to the program; he has contacted the Robert Wood Johnson organization regarding grant monies wherein the new thinking is in evaluation; his new budget starts July 1st.

7. Committee Reports:

A. Finance Committee:

- **New Budget Update (2019 - 2020)**

Ms. Atkinson: Introduced Lori Hack as the new voting member to the Finance Committee. The Finance Committee has drilled down on the budget and will review again in June before bringing it to the Board for approval.

Dr. Smart: Has been working with interim CFO, Rick Wood and Kelly Hohenbrink, Consultant to change the budget format so it will meet industry and Office of Statewide Health Planning and Development (*California Health and Human Services Agency*) (OSHPD) standards and be accounting friendly; the budget will be on the June agenda for Board approval. Changes or questions should be forwarded to staff.

Kelly Hohenbrink, Consultant (by phone): Reviewed and answered questions about the new format; which is broken into business units i.e.: VS H&W Center, rentals, sponsored projects and cost to function; much of the budget is based on industry information as the Center has no data to record thus the \$258k (+/-) deficit; year two will give better figures for the budget; 2021 will be the cost capture period.

- **Financial Update:**

Mr. Wood: He will be working with finance staff to transition to the new format to QuickBooks and will bring a lot of data to the Finance Committee meetings then thin down as desired; being nine months into the budget it looks good with the exception of the lease items that won't take place until later today.

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- **Financial Statements (Apr. 2019) Recommendation-Approval: Action**

Public Comment: Hearing None.

Ms. Al-Rafiq moved to approve the April financials including the investment report. Ms. Radford provided her second and the motion passed 5-0

Dr. Smart: Negotiations are under way for the Medical Office Buildings listed on the schedule that come due in July; the leases will be combined into one lease that will include suites 102, 103, 104, and 105.

- **Investment Activities:**

Mr. Wood: Compliments to the District for passing policy and moving forward with investments which have been making good progress; the bank has been alerted to the lease funds that should transfer later today;

B. Ad Hoc Lease Review Committee:

Ms. Reed: The lease is to close this evening and she is ready to retire the Ad Hoc Lease Committee.

C. Ad Hoc Policy Committee: Action

- Policy No. 2 - Basis of Authority; Roll of the Board of Directors:
- Policy No. 11 - Minutes, Resolutions & Closes Session Minutes:
- Policy No. 17 - Authority & Responsibility of the Executive Director:
- Policy No. 18 - Compensation of the Executive Director:

Ms. Atkinson: The Committee has only two policies left to complete the annual review which was part of the ACHD re-certification requirements to review all District policies.

Public Comment: Hearing None:

Ms. Al-Rafiq moved to approve all four policies. Ms. Sellick provided her second and the motion passed 5-0.

D. Personnel Committee:

- **Pensions & Health Benefits:**

Ms. Al-Rafiq: The Committee is in the process of reviewing a draft proposal for an employee pension program with Hicks Pension Services. Likewise, the Committee has been reviewing employee benefit packages and seeking quotes.

E. Ad Hoc Community Grant: Action

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Ms. Radford and Ms. Sellick will be presenting certificates and grant funds, totaling \$100,394.00. to 14 Calaveras non-profit organizations at which time refreshments will be served and photos will be taken.

8. VS H&W Center – Draft Policies: Action

Punctuation & Grammar Changes – Please Submit to District Office Staff:

1. Draft Flat Rate Fee Program:

Amended: (pkt. pg. 50) item 5. Take out “Trustees” and add “Members: so it will read District Board Members. The date is not correct.

2. Draft Late Arriving Unscheduled Patients
3. Draft Standardized Procedures for Mid-level Practitioners (NP, PA)
4. Draft Expedited Partner Therapy for STDs
5. Draft Co-Signature of Mid-Level Medical Records
6. Draft Communicable Disease Reporting
7. Draft Domestic Violence Reporting Suspicious Injury Reporting
8. Draft Elder or Dependent Adult Abuse Reporting 112018
9. Draft Medical Director Direction of Practitioners in the Clinic
10. Draft Medical Staff Credentialing and Governance 113018
11. Draft Animal Bite-Reporting
12. Draft Motor Vehicle Accident Reporting
13. Draft Electronic Protected Health Information
14. Draft Employee Health
15. Draft Billing Personnel – Organization
16. Draft Organization of Nursing Personnel

Dr. Smart: It will be necessary for the VS H&W Center policies to be reviewed annually. He suggested the Policy Committee decide how to approach the process.

Public Comment: Hearing None.

Ms. Atkinson moved to approve the VS H&W Center policies as amended. Ms. Al-Rafiq provided her second and the motion passed. 5-0.

9. Board Comment and Request for Future Agenda Items:

A. Announcements of Interest to the Board or the Public:

Dr. Smart: Quarterly Medical Staff meeting was Wed. The evening was very positive and centered on new leadership and twin clinics being built.

10. Next Meeting:

A. Will not be on the usual Wed. and has been rescheduled to Wed. June 19, 2019:

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11. Adjournment: Action

Ms. Radford moved to adjourn the meeting at 9:28am. Ms. Atkinson provided her second and the meeting was adjourned.



Ann Radford, Secretary

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